

SUPPLEMENT

Dated as of December 1, 1970

COUNTERPART NO. 5 OF  
10 COUNTERPARTS.

to

CONDITIONAL SALE AGREEMENT

Dated as of April 15, 1970

RECORDATION NO. 5113-A Filed & Recorded

JAN 13 1971 4 25 PM

INTERSTATE COMMERCE COMMISSION

Between

SOUTHERN IRON & EQUIPMENT COMPANY

and

SEABOARD COAST LINE RAILROAD COMPANY

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SUPPLEMENT

Dated as of December 1, 1970

to

AGREEMENT AND ASSIGNMENT

Dated as of April 15, 1970

Between

SOUTHERN IRON & EQUIPMENT COMPANY

and

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,

as Agent

Supplement dated as of December 1, 1970 to Conditional Sale Agreement, dated as of April 15, 1970, (the "Conditional Sale Agreement") between the Southern Iron & Equipment Company, a Georgia Corporation (hereinafter sometimes called the Vendor or Manufacturer), and Seaboard Coast Line Railroad Company, a Virginia corporation (hereinafter called the Railroad).

WHEREAS, the parties to the Conditional Sale Agreement desire to extend the date for settlement for certain Equipment to be delivered under the Conditional Sale Agreement and to make a correction in Schedule A to the Conditional Sale Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The third paragraph of Article 2 of the Conditional Sale Agreement is amended to change "December 31, 1970" to "February 1, 1971."

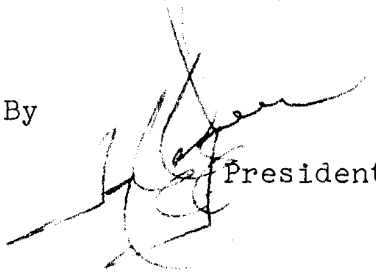
2. Schedule A to the Conditional Sale Agreement is amended to change the Deferred Purchase Price Per Unit of 55-ton 40'6" rebuilt box cars with 6' sliding doors from "\$8,748" to "\$8,740."

IN WITNESS WHEREOF, the parties hereto have caused

this instrument to be executed in their respective corporate names by their officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

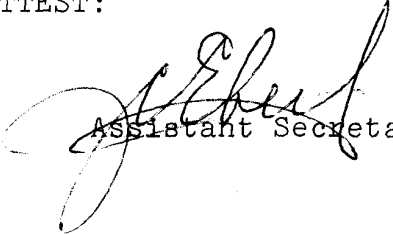
SOUTHERN IRON & EQUIPMENT COMPANY

By

  
President


[Corporate Seal]

ATTEST:

  
Assistant Secretary


SEABOARD COAST LINE RAILROAD COMPANY

By

  
Treasurer

[Corporate Seal]

ATTEST:

  
Assistant Secretary

Supplement dated as of December 1, 1970 to Agreement and Assignment dated as of April 15, 1970 (the "Assignment"), between Southern Iron & Equipment Company (hereinafter called the Manufacturer), and Morgan Guaranty Trust Company of New York, a New York corporation, with its chief place of business at 23 Wall Street, New York, New York 10015, acting as Agent under an Agreement dated as of April 15, 1970 (hereinafter called the Agency Agreement), (said Trust Company, so acting, being hereinafter called the Assignee).

WHEREAS, the parties to the Assignment desire to extend the date for settlement for certain Equipment to be delivered under the Conditional Sale Agreement dated as of April 15, 1970 between the Manufacturer and Seaboard Coast Line Railroad Company, a Virginia corporation;

NOW, THEREFORE, the parties hereto hereby agree as follows:

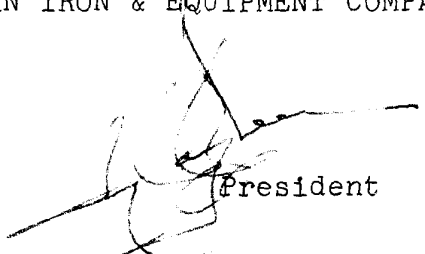
The third paragraph of Section 5 of the Assignment is amended to change "December 31, 1970" to "February 1, 1970."

IN WITNESS WHEREOF, Southern Iron & Equipment Company, a Georgia corporation, and the Assignee, Morgan Guaranty Trust Company of New York, as Agent, each pursuant to

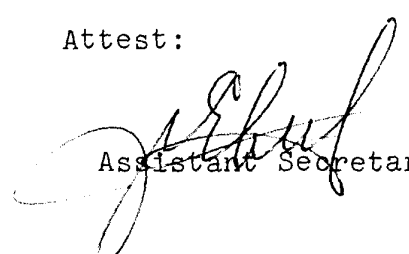
due authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

SOUTHERN IRON & EQUIPMENT COMPANY

By

  
President


Attest:

  
Assistant Secretary

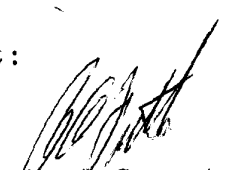
[Corporate Seal]

MORGAN GUARANTY TRUST COMPANY  
of NEW YORK, as Agent

By

  
Trust Officer

Attest:

  
Assistant Secretary

[Corporate Seal]

# SCHEDULE A

<u>Lot</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Quantity</u>	<u>Railroad Road Numbers (Both Inclusive)</u>	<u>Unit Recon-struction Cost (including freight charges)</u>	<u>Total Recon-struction Cost (including freight charges)</u>	<u>Delivery</u>
1	55-ton 40'6" rebuilt box cars with 9' sliding doors.....	No. 69-140*	Chamblee, Ga.	400	SCL 11050 to 11449	\$8,565	\$3,426,000	April-July, 1970
2	55-ton 40'6" rebuilt box cars with 6' sliding doors.....	No. 69-140*	Chamblee, Ga.	100	SCL 10950 to 11049	\$9,040	\$ 904,000	August-October, 1970

\* As revised 1/21/70.

<u>Lot</u>	<u>Type</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Deferred Purchase Price Per Unit</u>	<u>Total Deferred Purchase Price</u>
1	55-ton 40'6" rebuilt box cars with 9' sliding doors.....	\$9,190	\$3,676,000	\$8,315	\$3,326,000
2	55-ton 40'6" rebuilt box cars with 6' sliding doors.....	\$9,665	\$ 966,500	\$8,748	\$ 874,000